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THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1101.  
FILED, APRIL 30th, 1964.

GOLDALE LIMITED

Incorporated under The Companies Act (Ontario) by Letters Patent dated August 22, 1919, as amended by Supplementary Letters Patent dated September 17, 1962.  
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 980.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>This Statement is filed in respect to -</p> <p>(1) An Agreement dated April 22nd, 1964, between Belfast Mines Limited (hereinafter called "Belfast") and Goldale Limited (hereinafter called "Goldale"), whereby, subject to the acceptance for filing of the Agreement of the Toronto Stock Exchange and to the approval by a General Meeting of Shareholders of Belfast duly called for that purpose, Goldale agreed to purchase from Belfast all its undertaking, property and assets in consideration of the allotment and issue to Belfast of 216,400 fully paid and non-assessable shares of the capital stock of Goldale upon the terms and conditions set forth in the said Agreement. The date of closing is to be within 10 days after approval of the Agreement by a General Meeting of Shareholders of Belfast provided that the date of closing shall not be later than June 15, 1964.</p> <p>(2) An Agreement dated April 22nd, 1964, between Dupel Mines Limited (hereinafter called "Dupel") and Goldale Limited (hereinafter called "Goldale"), whereby, subject to the acceptance for filing of the Agreement of the Toronto Stock Exchange and to the approval by a General Meeting of Shareholders of Dupel duly called for that purpose, Goldale agreed to purchase from Dupel all its undertaking, property and assets in consideration of the allotment and issue to Dupel of 140,400 fully paid and non-assessable shares of the capital stock of Goldale upon the terms and conditions set forth in the said Agreement. The date of closing is to be within 10 days after approval of the Agreement by a General Meeting of Shareholders of Dupel provided that the date of closing shall not be later than June 15, 1964.</p>
2. Head office address and any other office address.	<p>Room 2402 Bank of Nova Scotia Building, 44 King Street West, Toronto 1, Ontario.</p>
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>PRESIDENT and DIRECTOR KENNETH A. ROBERTS, Suite 202, 25 Adelaide Street West, Toronto 1, Ontario. President of Peel-Elder Limited since 1949. Engaged as a Mining Executive and Practising Physician for more than the past 13 years.</p> <p>VICE-PRESIDENT and DIRECTOR CHARLES FERGUSON WATSON, 16 Whittaker Crescent, Toronto, Ontario. President of Peel Village Developments Limited for the past 5 years and engaged in construction and land development projects on his own account for the previous 7 years.</p> <p>SECRETARY-TREASURER and DIRECTOR PERCY CLAIRE FINLAY, 2402 Bank of Nova Scotia Building, 44 King Street West, Toronto, Ontario. Partner in the legal firm of Holden, Murdoch, Walton, Finlay, Robinson &amp; Pepall for the past 27 years and the Senior Executive and Officer in several other Mining Companies.</p> <p>DIRECTOR EDWIN J. HENWOOD, 29 Brinloor Blvd., Scarborough, Ont. Executive with the Prudential Insurance Company of America for more than the past 6 years.</p> <p>DIRECTOR WILLIAM HOGLE GILLELAND, 234 Eglinton Avenue East, Toronto, Ontario. Partner in the firm of Gilleland &amp; Janiss, Architects, for more than 5 years, and previously a partner in the firm of Gilleland &amp; Strutt, Architects, for more than the previous 6 years.</p>



4. Share capitalization showing authorized and issued and outstanding capital.	Authorized Capital of 5,000,000 shares without par value of which 3,000,000 shares are issued and outstanding.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	See Item 20.
6. Details of any treasury shares or other securities now the subject of any underwriting; sale or option agreement or of any proposed underwriting, sale or option agreement.	There are no Treasury Shares or other securities now the subject of any Underwriting Sale or Option Agreement or of any proposed Underwriting Sale or Option Agreement other than Agreements referred to in Item 1 above.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	There are no payments in cash or securities of the Company made or to be made to a promoter or finder in connection with any proposed underwriting or property acquisition.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company intends to continue an active program of prospecting and exploration in the field of mining and natural resources and to acquire and develop properties showing merit.</p> <p>On the 20-claim group in Courville Township, Quebec, more particularly referred to in Item 20 below, preliminary exploration work will be undertaken at a cost not to exceed \$5,000.00 unless the results obtained warrant additional expenditure.</p> <p>In addition, through its wholly-owned subsidiary, Peel Village Homes Limited, the Company intends to purchase developed, subdivided lands and construct homes on same for sale.</p>
10. Brief statement of company's chief development work during past year.	<p>During the past year the Company examined several mining properties, and in December 1963 obtained a working option agreement covering 20 mining claims in Courville Township, Province of Quebec, and is doing preliminary exploration work thereon.</p> <p>Since November 1962 the Company's wholly-owned subsidiary, Peel Village Homes Limited, purchased a total of 694 developed building lots in the Peel Village Subdivision, Brampton, Ontario. It has constructed 18 model homes and has constructed and sold 360 homes, and has entered into contracts for the sale of a further 70 homes which are now in the course of construction.</p>
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Pursuant to the Agreements referred to in Item 1, Belfast Mines Limited, Room 2402, 44 King Street West, Toronto will receive 216,400 fully paid non-assessable shares of the capital stock of Goldale Limited, and Dupel Mines Limited, Room 2402, 44 King Street West, Toronto will receive 140,400 fully paid non-assessable shares of the capital stock of Goldale Limited.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	<p>The following have more than a 5% interest in Belfast Mines Limited, namely:-</p> <p>Hawarden Limited, Suite 202, 25 Adelaide Street West, Toronto, Ontario.</p> <p>A. H. Honsberger, 463 Murdock Avenue, Noranda, P.Q.</p> <p>Ross, Knowles &amp; Company Limited, 105 Adelaide St.W., Toronto, Ontario.</p> <p>The following have more than a 5% interest in Dupel Mines Limited, namely:-</p> <p>Hawarden Limited, Suite 202, 25 Adelaide St. West, Toronto, Ontario.</p> <p>Davidson &amp; Co., 25 Adelaide St. W., Toronto, Ontario.</p> <p>David O. Markle, 1806 Danforth Ave., Toronto, Ontario.</p> <p>Ross, Knowles &amp; Company Limited, 105 Adelaide St.W., Toronto, Ontario.</p> <p>A. H. Honsberger, 463 Murdock Avenue, Noranda, P.Q.</p> <p>The Company has been advised that Hawarden Limited is entirely owned by members of the family of K. A. Roberts.</p>
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Not applicable
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable



FINANCIAL STATEMENTS

GOLDALE LIMITED

(AND ITS WHOLLY-OWNED SUBSIDIARY, PEEL VILLAGE HOMES LIMITED)

CONSOLIDATED BALANCE SHEET

AS AT DECEMBER 31, 1963

ASSETS

Cash on hand \$ 50  
Accounts receivable 34,140  
Marketable securities, at cost (quoted market value \$954,224) 408,953  
Inventories, at cost: \$ 36,049  
Construction materials 2,298,003  
Construction in progress including lots 1,011,847  
Land held for resale 3,345,899  
Mortgages receivable 341,811  
Prepaid charges 28,470

Investment in shares of other companies (unlisted or escrowed) 80,383

Model Homes, at cost  
Land 65,845  
Construction 173,930  
Furnishings 26,668  
Less: accumulated depreciation 5,333

Mining Properties, at cost  
Patented mining claims and prospecting expenses 280,136

Fixed

Office furniture, construction and automotive equipment 15,648

Other

Prospecting deposit refundable Sundry accounts receivable

Approved on behalf of the Board,

*W.A. Roberts*  
Director

LIABILITIES

Bank loan and overdraft - secured \$ 829,522  
Accounts payable and accrued charges 475,873  
Income taxes payable - estimated 5,764  
Deposits on sales contracts 33,340  
Mortgages payable \$2,280,059  
Accrued interest 65,364 2,345,423 \$3,689,922

Capital Stock Authorized: 5,000,000 shares of no par value, consideration not to exceed \$4,000,000.00

Issued and fully paid: 3,000,000 shares 1,953,846

842,554 1,111,292

Note 4,614  
The attached Notes are an integral part of these financial statements and should be read in conjunction therewith. \$4,801,214

\$4,801,214

The Auditors' Report dated April 21, 1964 is attached hereto.

GOLDALE LIMITED

NOTES TO CONSOLIDATED BALANCE SHEET

DECEMBER 31, 1963

1. Goldale Limited has guaranteed a bank loan of up to \$400,000.00 for its subsidiary company, Peel Village Homes Limited, and has deposited certain of its securities as collateral.
2. Goldale Limited has also guaranteed a First Mortgage Loan of \$152,500.00 given by its subsidiary company, Peel Village Homes Limited on 13 lots on which are constructed 13 model homes used for the purpose of promoting sales in Peel Village.

GOLDALE LIMITED

AND ITS WHOLLY-OWNED SUBSIDIARY, PEEL VILLAGE HOMES LIMITED

CONSOLIDATED STATEMENT OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 1963

Sale of houses		\$3,999,191	
Cost of sales		<u>3,780,573</u>	
Gross profit			218,618
<u>Other Income</u>			
Rental income	\$ 11,283		
Discounts earned	13,092		
Interest earned	3,327		
Dividends received	28,855		
Sundry - insurance claims, etc.	<u>16,111</u>		<u>72,668</u>
			291,286
<u>Expenditures</u>			
General administrative	77,553		
Legal fees	7,125		
Interest	134,263		
Prospecting	2,119		
Incorporation	1,103		
Depreciation:			
Office furniture	\$ 737		
Construction equipment	262		
Automotive equipment	2,801		
Furnishings - model homes	<u>5,333</u>	<u>9,133</u>	<u>231,296</u>
			59,990
Provision for corporation income taxes			<u>6,234</u>
Net profit for the year		\$ 53,756	<u><u>53,756</u></u>

CONSOLIDATED STATEMENT OF DEFICIT

FOR THE YEAR ENDED DECEMBER 31, 1963

Balance - January 1, 1963		\$ 837,531	
Add: Net loss on sale of securities	\$ 9,575		
Loss on final disposition of Bonds, Notes and interest of Eldrich Mines Limited, now Canadian-Australian Exploration Limited	<u>49,204</u>		<u>58,779</u>
			896,310
Less: Net profit for the year			<u>53,756</u>
Balance - December 31, 1963		\$ 842,554	<u><u>842,554</u></u>

AUDITORS' REPORT

To the Shareholders,  
Goldale Limited.

We have examined the Consolidated Balance Sheet of Goldale Limited and its wholly-owned subsidiary, Peel Village Homes Limited, as at December 31, 1963, and the Consolidated Statements of Operations and Deficit for the year ended on that date. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

We report that, in our opinion, the attached Consolidated Balance Sheet and accompanying Consolidated Statements of Operations and Deficit present fairly the financial position of the Companies as at December 31, 1963, and the results of their operations for the year ended on that date, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

*E. J. & Associates*

Toronto, Canada,  
April 21, 1964.

CHARTERED ACCOUNTANTS.



GOLDALE LIMITED  
(and its wholly-owned Subsidiary, Peel Village Homes Limited)

Consolidated Statement of Source and Application of Funds  
for 12 month period ended December 31st. 1963

1963

Jan. 1 Working Capital \$373,797.00

Source of Funds:-

Net Profit - Year to Dec. 31/63	53,756.00	
Add back:-		
Prospecting	2,119.00	
Incorporation	1,103.00	
Depreciation	9,133.00	
Deferred Charges	<u>43,183.00</u>	55,538.00
Decrease in Model Homes		<u>72,265.00</u>
		<u>181,559.00</u>

Application of Funds:-

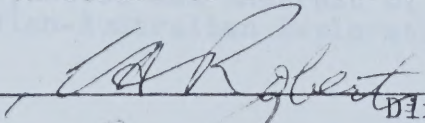
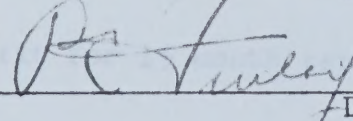
Paid re Mining Property		
Courville Township, P.Q.	5,040.00	
Increase in Fixed Assets	18,510.00	
Increase in Other Assets	3,627.00	
Loss on Sale of Securities	9,575.00	
Loss on final disposition		
of Bonds, Notes and		
Interest of Canadian-		
Australian Exploration		
Limited	<u>49,203.99</u>	<u>85,955.00</u>

Increase in Working Capital 95,604.00 95,604.00

1963

Dec. 31 Working Capital \$469,401.00

Approved on behalf of the Board:

 Director  
 Director

GOLDALE LIMITED

BALANCE SHEET

as at

MARCH 31st. 1964

A S S E T S

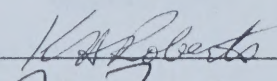
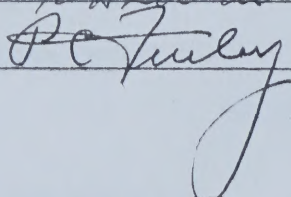
Current		
Cash in Banks	105,510.00	
Accounts Receivable	3,749.50	
Marketable Securities		
(Market Value \$1,025,195.34)	<u>408,953.81</u>	518,213.31
Investment in Shares of Other Companies		80,382.79
Investment in and advances to		
Subsidiary Company - Peel Village Homes Limited		
Cost of Shares	58,000.00	
Advances	144,750.00	
Interest on Advances	<u>9,405.74</u>	212,155.74
Mining Properties, at cost		
Patented Mining Claims in Tisdale Township,		
Ontario	275,096.17	
Mining Claims in Courville Township, Quebec.	<u>5,140.00</u>	280,236.17
Other		
Refundable Mining Deposit		<u>986.66</u>
		<u>\$1,091,974.67</u>

L I A B I L I T I E S

Accounts Payable and Accrued Liabilities		3,506.79
Capital Stock		
Authorized -		
5,000,000 Shares Without Par Value consideration		
not to exceed	<u>\$4,000,000.00</u>	
Issued and fully paid:		
3,000,000 Shares	1,953,846.18	
Deficit	<u>865,378.30</u>	1,088,467.88
		<u>\$1,091,974.67</u>

Note - The attached Notes to Balance Sheet are an integral part of these financial statements and should be read in conjunction therewith.

Approved on behalf of the Board:

 Director  
 Director

GOLDALE LIMITED

NOTES TO BALANCE SHEET

March 31st. 1964

1. Goldale Limited has guaranteed a bank loan of up to \$400,000.00 for its Subsidiary Company, Peel Village Homes Limited, and has deposited certain securities as collateral.
2. Goldale Limited has also guaranteed a First Mortgage Loan of \$152,500.00 given by its Subsidiary Company, Peel Village Homes Limited, on 13 Lots on which are constructed 13 model homes used for the purpose of promoting sales in Peel Village.



GOLDALE LIMITED

STATEMENT OF PROFIT AND LOSS

FOR THE FIFTEEN MONTH PERIOD

JANUARY 1st. 1963 to MARCH 31st. 1964

Revenue		
Dividends	35,102.31	
Interest	<u>11,118.23</u>	\$46,220.54
Expenditures		
Administrative Expense including legal, secretarial, transfer agents and audit fees, etc.	13,071.24	
Taxes on Property	<u>98.63</u>	<u>13,169.87</u>
		<u>33,050.67</u>
Less - Prospecting Participation in Ireland written off		<u>2,118.98</u>
Net Profit for 15 month period January 1, 1963 to March 31, 1964		<u>\$30,931.69</u>

STATEMENT OF DEFICIT

AS AT

MARCH 31st. 1964

Balance - January 1st. 1963		\$837,530.93
Add:		
Net Loss on Sale of Securities	9,575.29	
Loss on final disposition of Bonds, Notes and Interest of Canadian-Australian Exploration Limited	<u>49,203.77</u>	<u>58,779.06</u>
		896,309.99
Less:		
Net Profit for 15 month period January 1, 1963 to March 31, 1964		<u>30,931.69</u>
Balance - March 31st. 1964		<u>\$865,378.30</u>

GOLDALE LIMITED

INVESTMENTS - March 31st. 1964

<u>Marketable Securities</u>	<u>Number of Shares</u>	<u>Book Value</u>	<u>Market Value</u>	<u>Value</u>
			<u>@</u>	<u>\$</u>
Dome Mines Limited	200	3,425.00	\$28.25	5,650.00
Candian-Australian Exploration Limited	24,702	4,891.00	.09½¢	2,346.69
Hollinger Cons. Gold Mines	1,800	40,578.13	30.00	54,000.00
Kerr Addison Gold Mines Limited	2,650	29,789.00	7.10	18,815.00
Labrador Mining & Exploration Limited	140	2,619.00	37.00	5,180.00
Mattagami Lake Mines Limited	225	2,418.75	\$14-3/8	3,234.38
Newlund Mines Limited	1,000	2,744.00	.17½¢	175.00
Noranda Mines Limited	19,378	228,469.15	44.75	867,165.50
Peel-Elder Limited	6,440	84,975.50	8.90	57,316.00
Teck Corporation Limited	360	2,762.82	4.70	1,692.00
Towagmac Exploration Company Limited	26,666	261.46	.09½¢	2,533.27
George Weston "A"	450	6,020.00	15.75	7,087.50
		<u>\$408,953.81</u>		<u>\$1,025,195.34</u>

Other - (Unlisted or Escrowed)

Birch Bay Gold Mines	241,224	21,358.98		
Cove Vitamins	150	3,346.50		
Dex Mining Syndicate	20	5,000.00		
Gibson Girl Mines Limited	10,771	1.00		
Jean Lake Lithium Mines Limited	554,400	27,053.13		
Kyak (Quebec) Mines	400	1.00		
Normont Prospecting Syndicate	150	1.00		
Potluck Exploration Limited	5,667	5,667.00		
Towagmac Exploration Company Limited	240,000	2,353.18		
Charles Taylor Exploration Company Limited	450	1.00		
Shoppers' Bowling Lanes Limited				
Preferred	5,200	5,200.00		
Common	10,400	10,400.00		
		<u>\$80,382.79</u>		

Investment in and Advances to  
Subsidiary Company:

Peel Village Homes Limited:				
Preferred Shares	56,000	56,000.00		
Common Shares	2,000	2,000.00		
Advances		<u>144,750.00</u>		
		<u>\$202,750.00</u>		



GOLDALE LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR FIFTEEN MONTH PERIOD JANUARY 1st. 1963 to MARCH 31st. 1964

1963

January 1	Working Capital		594,980.65
	Source of Funds		
	Net Profit	30,931.69	
	Add back - Amount written off re Prospecting Participation in Ireland	<u>2,118.98</u>	
		33,050.67	
	Application of Funds		
	Advances to Subsidiary Company - Peel Village Homes Limited	- 40,000.00	
	Interest	- <u>2,405.74</u>	49,405.74
	Paid re Mining Property Courville Township, Quebec	5,140.00	
	Loss on Sale of Securities	9,575.29	
	Loss on final disposition of Bonds, Notes and Interest of Canadian- Australian Exploration Limited	<u>49,203.77</u>	113,324.80
	Decrease in Working Capital	<u>80,274.13</u>	<u>80,274.13</u>

1964

March 31	<u>Working Capital</u>		<u>\$514,706.52</u>
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Approved on behalf of the Board:

*K.A. Roberts* Director  
*P.C. Finney* Director



(Incorporated under the laws of Ontario)

As at December 31, 1963

AUDITORS' REPORT TO THE SHAREHOLDERS

We have examined the balance sheet of Belfast Mines Limited as at December 31, 1963, and the statement of deferred exploration, development and administrative expense for the year ended on that date. Our examination included a general review of the accounting procedures and such tests of

No provision has been made for depreciation of equipment.

No provision has been made for depreciation or impairment.

In our opinion, the accompanying balance sheet and statement of deferred exploration, development and administrative expense present fairly the financial position of the company as at December 31, 1903, and the results of its operations for the year ended on that date, in accordance with the basis consistent with that of the preceding year.

Toronto, Ontario.  
February 25, 1964.

Day, Thompson & Co.  
Chartered Accountants



For the year ended December 31, 1963

## Exploration and Development

## Administrative

Accounting and office services	4,274.		4,274.
Bad debts	250.		250.
Directors' expenses	702.	50.	752.
Legal, audit and secretarial	14,128.	600.	14,728.
Office supplies and expenses	1,629.	4.	1,633.
Rent	418.		418.
Shareholders' information and public relations	4,349.	162.	4,511.
Taxes and filing fees	1,407.	155.	1,562.
Telephone and postage	423.	4.	427.
Transfer agents	<u>4,334.</u>	<u>429.</u>	<u>4,763.</u>
	31,914.	1,404.	33,318.
<u>Less: Sundry Income</u>	<u>1,013.</u>	<u>28.</u>	<u>1,041.</u>
	30,901.	1,376.	32,277.
	<u>          </u>	<u>          </u>	<u>          </u>
\$	112,719.	1,857.	114,576.
	<u>          </u>	<u>          </u>	<u>          </u>

## MARKETABLE SECURITIES

As at December 31, 1963

Shares



DUPEL MINES LIMITED

INCORPORATED UNDER PART XI OF THE ONTARIO COMPANIES ACT

BALANCE SHEET

AS AT 31st DECEMBER 1963

ASSETS

LIABILITIES AND CAPITAL

Current Assets		Current Liabilities	
Cash in Banks	\$ 3,650.43	Accounts Payable	\$ 811.11
Marketable Securities - at cost			
(market value as at 31st		Capital	
December 1963 - \$45,000.00)	<u>46,790.74</u>	Authorized - 3,000,000 shares - Par Value	\$3,000,000.00
	\$50,441.17	\$1.00 each	
Investment - Dex Mining Syndicate - at cost	1,000.00	Issued - 1,755,005 shares - Par Value	1,755,005.00
		\$1.00 each	
Fixed Assets		Less Discount on Shares Issued	<u>1,514,500.00</u>
Camp and Prospecting Equipment	2,848.48	Less Deficit	<u>240,505.00</u>
Mining Properties		Balance 1st January 1963 - no change	<u>150,569.77</u>
Whole of Broken Lot 5, Concession 1,			<u>89,935.23</u>
Hindon Township, Province of Ontario,	300.00		
containing approximately 97 acres			
10 Mining Claims, Duprat Township,	<u>1.00</u>		
Province of Quebec	301.00		
Deferred Expenditures, at cost - per attached schedules			
Prospecting and Exploration Expense	8,637.26		
Head Office and Administrative Expense	<u>25,506.58</u>		
	34,143.84		
Incorporation Expenses	<u>2,011.85</u>		
	\$90,746.34		

Approved on Behalf of the Board of Directors

Director

Director

This is the Balance Sheet referred to in our report dated 3rd March, 1964.

*Ewen Forbes Mac*  
Chartered Accountants.



DUPEL MINES LIMITED

SCHEDULE OF PROSPECTING AND EXPLORATION EXPENSES

AS AT 31st DECEMBER, 1963

	As At 31st January 1963	1963	As At 31st December 1963
<u>Hindon Township, Province of Ontario</u>			
Ontario Miner's Licence	\$ 100.00	\$ -	\$ 100.00
Municipal and Acreage Taxes	56.63	25.63	82.26
	<u>156.63</u>	<u>25.63</u>	<u>182.26</u>
<u>Duprat Township, Province of Quebec</u>			
Development Licences, etc.	2,635.00	325.00	2,960.00
Engineer's Reports, Consulting Fees etc.	1,375.00	250.00	1,625.00
Line Cutting	1,175.00	-	1,175.00
Electromagnetic Survey	2,400.00	-	2,400.00
Miscellaneous	295.00	-	295.00
	<u>7,880.00</u>	<u>575.00</u>	<u>8,455.00</u>
As per Balance Sheet 31st December 1963			<u>\$ 8,637.26</u>

SCHEDULE OF HEAD OFFICE AND ADMINISTRATIVE EXPENSES

AS AT 31st DECEMBER, 1963

	As At 31st January 1963	1963	As At 31st December 1963
Legal Fees and Expenses	10,273.08	507.04	10,780.12
Transfer Agents Fees	2,855.03	272.39	3,127.42
Office and Secretarial Services	3,198.36	-	3,198.36
Stock Certificates	355.25	-	355.25
Ontario Filing Fees, Taxes, etc.	515.37	150.86	666.23
Printing and Stationery	1,797.21	173.06	1,970.27
Quebec Filing Fees, Taxes, etc.	424.40	45.00	469.40
Travelling	1,304.20	-	1,304.20
Transfer Tax	27.50	-	27.50
Advertising	1,274.51	-	1,274.53
Telephone	199.00	-	199.00
Audit	1,000.00	100.00	1,100.00
Annual Meeting Expense	923.98	50.00	973.98
Miscellaneous	58.57	1.75	60.32
	<u>\$24,206.48</u>	<u>\$1,300.10</u>	<u>\$25,506.58</u>

Shareholders,  
Dupel Mines Limited

AUDITORS' REPORT

We have examined the Balance Sheet of Dupel Mines Limited as at 31st December, 1963 and in connection therewith, made such tests of the accounting records and other supporting evidence as were considered necessary in the circumstances.

We report that in our opinion the attached Balance Sheet is properly drawn up so as to exhibit a true and correct view of the state of the affairs of Dupel Mines Limited as at 31st December, 1963 according to the best of our information and explanations given to us and as shown by the books of the Company.

All our requirements as auditors have been complied with.

*Ever. Forbes & Co*

Toronto, Canada,  
3rd March, 1964.

Chartered Accountants.

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Name	Shares Held
	1. Thomson, Kernaghan & Co. Ltd., 365 Bay Street, Toronto 1, Ontario.	301,500
	2. Crown Trust Company, Trustee, 302 Bay Street, Toronto 1, Ontario.	250,000
	3. J. H. Crang & Co., 40 Adelaide Street West, Toronto 1, Ontario.	213,900
	4. Davidson & Co., 25 Adelaide Street West, Toronto 1, Ontario.	169,589
	5. Cradock & Co., c/o Eric Cradock, 25 Adelaide Street West, Toronto 1, Ontario.	116,100
	The Company has no knowledge as to the beneficial ownership of the shares registered in the name of Thomson, Kernaghan & Co. Ltd., Davidson & Co., J. H. Crang & Co. or Cradock & Co.	
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	So far as the Company is aware, there are no persons in a position to elect or cause to be elected a majority of the Directors of the Company except the present Directors who are probably in a position to do so upon a solicitation of proxies.	
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See Schedule of Investments as at March 31st, 1964, attached to the Balance Sheet.	
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.	
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	There are no material contracts entered into which are still in effect and which are not disclosed in the foregoing.	
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>The Company has advanced to its subsidiary, Peel Village Homes Limited, the sum of \$144,750.00 and as set out in Notes 1 and 2 on Balance Sheet as at March 31st, 1964, the Company has guaranteed a bank loan of up to \$400,000.00 and a first mortgage loan of \$152,500.00 on behalf of its subsidiary, Peel Village Homes Limited.</p> <p>K. A. Roberts is President, A. H. Honsberger Vice-President, and P. C. Finlay Secretary-Treasurer of both Belfast Mines Limited and Dupel Mines Limited.</p> <p>Pursuant to an Agreement dated December 13th, 1963, between the Company and Henry Belanger, in consideration of the payment of \$5,000.00 by the Company to Belanger, the Company obtained a working option agreement on 20 Mining Claims in Courville Township, District of Abitibi, Province of Quebec, and under the said Agreement the Company obtained the exclusive right to carry on exploration, development and mining work on the Mining Claims together with the right on or before August 13th, 1965, to have the Mining Claims transferred to a new company to be incorporated. In consideration of the transfer of the said Mining Claims to the new company, Belanger would receive 300,000 and the Company 450,000 vendor shares, 90% of which vendor shares would be deposited in escrow subject to release only with the consent of the Toronto Stock Exchange and the Board of Directors of the new company. In the event that the new company is incorporated, as part consideration the new company would enter into an underwriting and option agreement whereby Goldale would purchase 150,000 shares of the new company at the price of 10¢ per share and would be granted the sole and exclusive right or option to purchase all or any parts of an additional 2,099,995 shares of the new company at such price or prices as may be mutually agreed upon between Goldale and the new company.</p> <p>There are no other material facts, and the shares of the Company are not in the course of primary distribution to the public.</p>	

DATED April 27th, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

GOLDALE LIMITED

"K. A. Roberts" By

CORPORATE  
SEAL

"P. C. Finlay" And

Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)



THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1230,  
FILED, DECEMBER 10th. 1964.

GOLDALE LIMITED

Incorporated under The Companies Act (Ontario) by Letters Patent dated August 22, 1919, as amended by Supplementary Letters Patent dated September 1962.  
Particulars of Incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 1101.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

This Statement is filed with respect to an Agreement dated November 25th, 1964, between Golddale Limited and Peel Village Developments Limited, whereby, subject to the acceptance for filing of the Agreement by the Toronto Stock Exchange and to the confirmation of the Agreement by the General Meeting of Shareholders of Golddale Limited duly called for that purpose, Golddale Limited agreed to sell to Peel Village Developments Limited 56,000 Preference Shares and 2,000 Common Shares of the capital stock of Peel Village Homes Limited (being all the issued and outstanding Preference and Common Shares other than the five Directors' qualifying shares, of that Company) in consideration of the following:-

(a) The sum of \$158,000.00 payable by Peel Village Developments Limited, as follows:-

The sum of \$58,000.00 on closing;

A further sum of \$25,000.00 without interest within three months from the date of closing;

A further sum of \$25,000.00 without interest within six months from the date of closing;

A further sum of \$25,000.00 without interest within nine months from the date of closing; and

A further sum of \$25,000.00 without interest within twelve months from the date of closing;

(b) Peel Village Developments Limited to cause Peel Village Homes Limited to repay, not later than six months after the date of closing, its indebtedness to Golddale Limited in the amount of \$75,000.00; and

(c) Peel Village Developments Limited to indemnify Golddale Limited for any liability incurred by Golddale Limited under the Guarantee given by Golddale Limited to the Bank of Montreal of the bank loan and overdraft of Peel Village Homes Limited, which Guarantee is to be in an amount not exceeding \$500,000.00 as of the date of closing, and Peel Village Developments Limited to obtain, within a period of one year from the date of closing, a complete release of the Guarantee given by Golddale Limited to the Bank of Montreal in connection with the aforesaid bank loan and overdraft of Peel Village Homes Limited;

The date of closing referred to above is the 31st day of December, 1964.

This Statement is also filed with respect to the acquisition by the Company of 18 Mining Claims in Duprat Township, Province of Quebec, the surface rights and mineral rights of the South Half of Lot 4, Concession 5, Murphy Township, Province of Ontario, and 11 Mining Claims in the Township of Evelyn, in the Province of Ontario, particulars of which are set forth in Item 20.

2. Head office address and any other office address.

2402 Bank of Nova Scotia Building,  
44 King Street West, Toronto 1, Ontario.

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.

PRESIDENT and DIRECTOR	KENNETH A. ROBERTS, Suite 202, 25 Adelaide Street West, Toronto 1, Ontario. President of Peel-Elder Limited since 1949. Engaged as a Mining Executive and Practicing Physician for more than the past 13 years.
VICE-PRESIDENT and DIRECTOR	CHARLES FERGUSON WATSON, 1 Ferndale Cresc., Brampton, Ontario. President of Peel Village Developments Limited for the past 5 years, and engaged in construction and land development projects on his own account for the previous 7 years.
SECRETARY-TREASURER and DIRECTOR	PERCY CLAIRE FINLAY, 2402 Bank of Nova Scotia Building, 44 King Street West, Toronto, Ontario. Partner in the legal firm of Holden, Murdoch, Walton, Finlay, Robinson & Pepall for the past 27 years, and Senior Executive and Officer in several other Mining Companies.
DIRECTOR	EDWIN J. HENWOOD, 29 Brinloor Blvd., Scarborough, Ont. Executive with the Prudential Insurance Company of America for more than the past 6 years.
DIRECTOR	William Hogle Gilleland, 234 Eglinton Avenue East, Toronto, Ontario. Partner in the firm of Gilleland & Janiss, Architects, for more than 5 years, and previously a partner in the firm of Gilleland & Strutt, Architects, for more than the previous 6 years.

4. Share capitalization showing authorized and issued and outstanding capital.

Authorized Capital of 5,000,000 shares without par value of which 3,356,800 shares are issued and outstanding.

5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.

See Item 20.

6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	There are no Treasury Shares or other securities now the subject of any Underwriting Sale or Option Agreement or of any proposed Underwriting Sale or Option Agreement.																				
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable																				
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	There are no payments in cash or securities of the Company made or to be made to a promoter or finder in connection with any proposed underwriting or property acquisition.																				
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company plans an exploratory program of diamond drilling during the winter months on the 20-claim group in Courville Township, District of Abitibi, Quebec, held under option by the Company.</p> <p>Further surface work will be done on the Company's property in Murphy Township, Porcupine Mining Division, Ontario, referred to in Item 20, but development plans have not been finalized.</p> <p>Surface and geophysical work is planned for the 11-claim group in Evelyn Township, Porcupine Mining Division, Ontario, referred to in Item 20, to be followed by a diamond drilling program if results obtained warrant same.</p> <p>The Company intends to continue an active search for promising mining properties.</p>																				
10. Brief statement of company's chief development work during past year.	<p>During the past year preliminary exploration work was done on the Courville Township property referred to in Item 9 above. Surface work was done on the Murphy Township property, also referred to in Item 9 above. During the past year the Company also examined three other mining properties, none of which were acquired.</p> <p>Since January 1, 1964, the sales of 288 homes which had been constructed by Peel Village Homes Limited, a wholly-owned subsidiary of the Company, were closed, and Peel Village Homes Limited has entered into contracts for the sale of a further 25 homes which are now in the course of construction.</p>																				
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable																				
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable																				
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Not applicable																				
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable																				
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tr> <th>Name</th><th>Shares Held</th></tr> <tr> <td>1. Thomson, Kernaghan &amp; Co. Ltd., 365 Bay Street, Toronto 1, Ontario.</td><td>389,807</td></tr> <tr> <td>2. Crown Trust Company, Trustee, 302 Bay Street, Toronto 1, Ontario.</td><td>250,000</td></tr> <tr> <td>3. J. H. Crang &amp; Co., 40 Adelaide Street West, Toronto 1, Ontario.</td><td>236,000</td></tr> <tr> <td>4. Davidson &amp; Co., 25 Adelaide Street West, Toronto 1, Ontario.</td><td>223,189</td></tr> <tr> <td>5. Cradock &amp; Co., c/o Eric Cradock, 25 Adelaide Street West, Toronto 1, Ontario.</td><td>115,600</td></tr> </table> <p>The beneficial owners of the 250,000 shares registered in the name of Crown Trust Company, Trustee, are as follows:-</p> <table> <tr> <td>K. A. Roberts</td><td>100,000</td></tr> <tr> <td>Edwin J. Henwood</td><td>100,000</td></tr> <tr> <td>C. F. Watson</td><td>50,000</td></tr> <tr> <td></td><td><u>250,000</u></td></tr> </table> <p>The Company has no knowledge as to the beneficial ownership of the shares registered in the names of Thomson, Kernaghan &amp; Co. Ltd., Davidson &amp; Co., J. H. Crang &amp; Co. or Cradock &amp; Co.</p>	Name	Shares Held	1. Thomson, Kernaghan & Co. Ltd., 365 Bay Street, Toronto 1, Ontario.	389,807	2. Crown Trust Company, Trustee, 302 Bay Street, Toronto 1, Ontario.	250,000	3. J. H. Crang & Co., 40 Adelaide Street West, Toronto 1, Ontario.	236,000	4. Davidson & Co., 25 Adelaide Street West, Toronto 1, Ontario.	223,189	5. Cradock & Co., c/o Eric Cradock, 25 Adelaide Street West, Toronto 1, Ontario.	115,600	K. A. Roberts	100,000	Edwin J. Henwood	100,000	C. F. Watson	50,000		<u>250,000</u>
Name	Shares Held																				
1. Thomson, Kernaghan & Co. Ltd., 365 Bay Street, Toronto 1, Ontario.	389,807																				
2. Crown Trust Company, Trustee, 302 Bay Street, Toronto 1, Ontario.	250,000																				
3. J. H. Crang & Co., 40 Adelaide Street West, Toronto 1, Ontario.	236,000																				
4. Davidson & Co., 25 Adelaide Street West, Toronto 1, Ontario.	223,189																				
5. Cradock & Co., c/o Eric Cradock, 25 Adelaide Street West, Toronto 1, Ontario.	115,600																				
K. A. Roberts	100,000																				
Edwin J. Henwood	100,000																				
C. F. Watson	50,000																				
	<u>250,000</u>																				



# FINANCIAL STATEMENTS

## GOLDALE LIMITED

### BALANCE SHEET

as at

OCTOBER 31st. 1964

### A S S E T S

#### Current

Cash in Banks	19,728.89	
Accounts Receivable	3,927.00	
Loan Receivable	4,000.00	
Marketable Securities (Market Value \$1,364,984.00)	<u>717,355.10</u>	745,010.99

#### Investment in Shares of Other Companies

80,476.05

#### Investment in and Advances to

Subsidiary Company - Peel Village Homes Limited		
Cost of Shares	58,000.00	
Advances	<u>144,750.00</u>	202,750.00

#### Mining Properties

Patented Mining Claims Tisdale Township, Ontario	275,096.17	
Mining Claims - Murphy Township, Ontario	5,006.18	
Broken Lot 5, Concession 1, Hindon Township, Ontario	1.00	
Mining Claims - Courville Township, Quebec	5,140.00	
Mining Claims - Duprat Township, Quebec	<u>21.00</u>	285,264.35
		<u>\$1,313,501.39</u>

### L I A B I L I T I E S

#### Current

Accrued Liabilities	3,101.79	
Payables - Brokers	<u>79,125.00</u>	82,226.79

#### Capital Stock

Authorized: 5,000,000 Shares Without Par Value consideration not to exceed	<u>\$4,000,000.00</u>	
----------------------------------------------------------------------------------	-----------------------	--

#### Issued and fully paid:

3,356,800 Shares	2,078,726.18	
Deficit	<u>847,451.58</u>	1,231,274.60
		<u>\$1,313,501.39</u>

Note - The attached Notes to Balance Sheet are an integral part of these financial statements and should be read in conjunction therewith.

Approved on behalf of the Board:

Director

Director

GOLDALE LIMITED

NOTES TO BALANCE SHEET

October 31st, 1964

1. Goldale Limited has guaranteed a bank loan and overdraft for its Subsidiary Company, Peel Village Homes Limited, and has deposited certain securities as collateral.

GOLDALE LIMITED

STATEMENT OF PROFIT AND LOSS  
For Seven Month period

APRIL 1st. to OCTOBER 31st. 1964

Revenue			
Dividends		16,047.11	
Interest		<u>6,564.67</u>	22,611.78
Expenditures			
Mining Properties			
Tisdale Township - Acreage & Township Taxes		61.72	
Murphy Township - Company Miner's License		100.00	
Duprat Township - Renewals Development Licenses		<u>420.00</u>	
		581.72	
Administrative Expense			
Office Services, Accounting, etc.	1,050.00		
Transfer Agents Fees & Expense	1,185.73		
Stock Exchanges - Fees, etc.	506.03		
Annual Meeting Expense			
printing Annual Report, etc.	454.03		
Travel Expense	739.32		
Interest & Bank Charges	148.57		
Ontario Filing Fee	30.00		
Sundry	8.00	<u>4,121.68</u>	<u>4,703.40</u>
Net Profit - Seven month period April 1st. to October 31st. 1964			<u>\$17,908.38</u>

STATEMENT OF DEFICIT

as at

October 31st. 1964

Balance - April 1st. 1964		\$865,378.30	
Deduct - Net Profit for seven month period April 1st. to October 31st. 1964		17,908.38	
- Premium on refund of Deposit from Ireland		<u>18.34</u>	<u>17,926.72</u>
<u>Balance - October 31st. 1964</u>			<u>\$847,451.58</u>



GOLDALE LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For Seven Month Period April 1st. to October 31st. 1964

1964

April 1      Working Capital      514,706.52

Source of Funds:-

Net Profit      17,908.38

Accrued Interest on  
Advances as at March 31st. 1964  
collected during period      9,405.74

Refundable Mining Deposit  
re Irish Property collected  
during period      986.66

Add - Premium on  
Irish Funds      18.34      1,005.00

Capital Stock

Shares issued in the Capital  
Stock of Goldale Limited  
for Assets, etc. taken over  
from:-  
Belfast Mines Limited  
216,400 Shares in the Capital  
Stock of Goldale Limited      75,740.00

140,400 Shares in the Capital  
Stock of Goldale Limited      49,140.00  
153,199.12

Application of Funds:-

Mining Claims

Murphy Township, Ont.      5,006.18  
Broken Lot 5, Conc. 1,  
Hindon Township, Ont.      1.00  
Duprat Township      21.00  
5,028.18

Increase in Investment  
in Shares of Other  
Companies      93.26      5,121.44

Increase in Working Capital      \$148,077.68      148,077.68

1964

Oct. 31      Working Capital      \$662,784.20

Approved on behalf of the Board:

K. H. Roberts Director

P. J. J. J. Director

GOLDALE LIMITED

Investments - October 31st. 1964

<u>Marketable Securities</u>	<u>Number of Shares</u>	<u>Book Value</u>	<u>Market</u>	<u>Value</u>
			<u>@</u>	<u>\$</u>
A.J. Industries Inc.	5,000	15,337.92	\$ 2-3/4	13,750.00
Dome Mines Limited	200	3,425.00	33-1/2	6,700.00
Canadian-Australian Exploration Limited	24,702	4,891.00	.07 1/2¢	1,852.00
Hollinger Cons. Gold Mines	5,300	151,553.13	29-1/2	156,350.00
Kerr Addison Mines Limited	2,650	29,789.00	7.80	20,670.00
Labrador Mining & Exploration	640	19,294.00	36-1/4	23,160.00
Mattagami Lake Mines Limited	425	4,568.75	19-1/2	8,287.00
Newlund Mines Limited	1,000	2,744.00	.17¢	170.00
Noranda Mines Limited	19,378	228,469.15	49-1/4	954,366.00
Peel-Elder Limited	22,980	247,793.17	7-1/4	166,605.00
Teck Corporation Limited	360	2,762.82	5.80	2,088.00
Towagmac Exploration Company Limited	31,111	707.16	.10¢	3,111.00
George Weston "A"	450	6,020.00	17-1/2	7,875.00
		<u>\$717,355.10</u>		<u>\$1,364,984.00</u>

Other (Unlisted or Escrowed)

Birch Bay Gold Mines Limited	241,224	21,358.98		
Cove Vitamin	150	3,346.50		
Dex Mining Syndicate	28	5,002.00		
Gibson Girl Mines Limited	10,771	1.00		
Jean Lake Lithium Mines Limited	554,400	27,053.13		
Kyak (Quebec) Mines Limited	400	1.00		
Normont Prospecting Syndicate	150	1.00		
Potluck Exploration Limited	5,667	5,667.00		
Proprietary Mines Holding	10,000	2.00		
Towagmac Exploration Company Limited	280,000	2,442.44		
Charles Taylor Exploration	450	1.00		
Shoppers Bowling Lanes Limited Preferred	5,200	5,200.00		
Common	10,400	10,400.00		
		<u>\$80,476.05</u>		

Investment in and Advances to  
Subsidiary Company:

Peel Village Homes Limited:				
Preferred Shares	56,000	56,000.00		
Common Shares	2,000	2,000.00		
Advances		<u>144,750.00</u>		
		<u>\$202,750.00</u>		





16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	So far as the Company is aware, there are no persons in a position to elect or cause to be elected a majority of the Directors of the Company except the present Directors who are probably in a position to do so upon a solicitation of proxies.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>See Schedule of Investments as at October 31st, 1964, attached to the Balance Sheet. From March 31st, 1964, to date, the Company has not sold any of its marketable securities, but has acquired additional marketable securities, particulars of which are as follows:-</p> <p>5,000 shares A. J. Industries Inc.  3,500 shares Hollinger Consolidated Gold Mines, Limited  500 shares Labrador Mining and Exploration Company Limited  200 shares Mattagami Lake Mines Limited  16,540 shares Peel-Elder Limited  4,445 shares Towagmac Exploration Company Limited</p>
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	There are no material contracts entered into which are still in effect and which are not disclosed in the foregoing.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>Pursuant to Agreements dated April 22nd, 1964, the Company acquired all the undertaking, property and assets of Belfast Mines Limited and Dupel Mines Limited, which assets included 18 Mining Claims in the Township of Duprat, in the Province of Quebec.</p> <p>The Company acquired the surface rights and mineral rights of the South Half of Lot 4, Concession 5, Murphy Township, in the Porcupine Mining Division, Province of Ontario, containing 155½ acres more or less, from Clifford Arthur Norman Reid of 344 40th Avenue, Lachine, Quebec, Elmer Joshua Killen Reid of Bracebridge, Ontario, and Edgar Wellington Killen Reid of 2048 Connaught Avenue, Montreal, Quebec, in consideration of the payment of \$5,000.00 in cash.</p> <p>The Company is in the process of acquiring by staking 11 Mining Claims in the Township of Evelyn, in the said Porcupine Mining Division. It is expected that the total cost of staking the said Mining Claims will amount to approximately \$2,200.00.</p> <p>As at October 31st, 1964, Peel Village Homes Limited, the Company's subsidiary, was indebted to the Company in the amount of \$144,750.00, which has been reduced, by payment since made on account, to the sum of \$75,000.00. The Company has guaranteed the bank loan and overdraft of Peel Village Homes Limited.</p> <p>In the event that the Agreement dated November 25th, 1964, referred to in Item 1, is accepted for filing by the Toronto Stock Exchange and confirmed by the Shareholders at a General Meeting, the aforesaid indebtedness of \$75,000.00 is to be repaid within six months of the closing date, and the Company is to obtain a complete release of its guarantee of the bank loan and overdraft within a period of one year from the closing date.</p> <p>K. A. Roberts, C. F. Watson, P. C. Finlay and W. H. Gilleland are Officers and Directors of both Goldale Limited and Peel Village Developments Limited.</p> <p>There are no other material facts and the shares of the Company are not in the course of primary distribution to the public.</p>

CERTIFICATE OF THE COMPANY

DATED December 8, 1964.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

GOLDALE LIMITED

"K. A. Roberts"

CORPORATE SEAL

"P. C. Finlay"

Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)



TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 184.  
FILED, MAY 7th. 1964.

GOLDFIELDS CORPORATION LIMITED (Non-Personal Liability)

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 997 dated November 15, 1963.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	(a) Change in investment portfolio; (b) Repayment of loan to Silverfields Mining Corporation Limited; (c) Acquisition of mining property.																																				
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to continue exploration work on numerous mining properties across Canada, both on its own behalf and in conjunction with other members of the Keevil Mining Group. It will also do exploration and development work on the mining property acquired in Wark Township, Ontario, in accordance with the recommendations contained in the attached engineer's report.																																				
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Margaret M. Dempsey, R.R. #5, Stratford, Ontario. North half patented Lot 12, Concession 4, Township of Wark, Ontario. \$40,000 in cash and 2% net smelter returns royalty. Registered title has been transferred to the Company.																																				
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None known.																																				
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td></td><td>No. of Shares</td><td>Book Value</td><td>Market Value</td></tr><tr><td>Inmont Copper Mines Limited</td><td>216,500</td><td>\$ 10,000</td><td>\$ 10,825</td></tr><tr><td>- escrowed</td><td>910,500</td><td>-</td><td>-</td></tr><tr><td>Jamaican Mining Limited</td><td>150,000</td><td>7,500</td><td>1,500</td></tr><tr><td>Silverfields Mining Corporation Limited</td><td>180,000</td><td>46,550</td><td>153,000</td></tr><tr><td>- escrowed</td><td>370,000</td><td>15,447</td><td>-</td></tr><tr><td>Teck Corporation Limited</td><td>775,000</td><td>3,382,297</td><td>3,875,000</td></tr><tr><td>Other securities (unlisted)</td><td></td><td>11,206</td><td>-</td></tr><tr><td></td><td></td><td>\$3,473,000</td><td>\$4,040,325</td></tr></table>		No. of Shares	Book Value	Market Value	Inmont Copper Mines Limited	216,500	\$ 10,000	\$ 10,825	- escrowed	910,500	-	-	Jamaican Mining Limited	150,000	7,500	1,500	Silverfields Mining Corporation Limited	180,000	46,550	153,000	- escrowed	370,000	15,447	-	Teck Corporation Limited	775,000	3,382,297	3,875,000	Other securities (unlisted)		11,206	-			\$3,473,000	\$4,040,325
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19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	The loan to Silverfields Mining Corporation Limited was repaid in full on March 31, 1964. The maximum amount outstanding on the loan was \$185,000.																																				
Statement of any other material facts and if none, so state.	None																																				

DATED Apr 11 30, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

GOLDFIELDS MINING CORPORATION LIMITED  
"N.B. Keevil" President  
"M. Butler" Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)



# FINANCIAL STATEMENT

## GOLDFIELDS MINING CORPORATION LIMITED

### SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD NOVEMBER 16, 1963 TO APRIL 30, 1964

Cash - November 15, 1963

\$ 3,292

#### Funds were provided:

Increase in loan payable (secured)	491,000	
Repayment of short term loan (receivable)	59,000	
Dividend income	111,149	
Interest income	3,080	664,229
		<u>\$667,521</u>

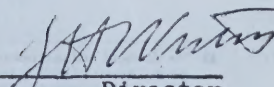
#### Funds were applied:

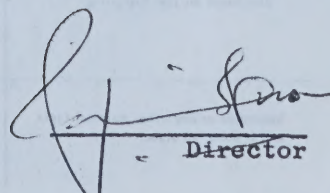
Exploration	58,554	
Administration	17,054	
Reorganization and other capital expense	12,500	
Interest on loans	10,648	
Acquisition of mining property	40,000	
Purchase of investments	519,850	
Dividends paid	63	658,669

Cash - April 30, 1964

\$ 8,852

CERTIFIED CORRECT

  
Director

  
Director



# ENGINEER'S REPORT

ENGINEER'S REPORT

REPORT ON PATENTED MINING CLAIM

NORTH 1/2 LOT 12, CONC. IV

IN THE TOWNSHIP OF WARK

DISTRICT OF COCHRANE, PORCUPINE MINING DIVISION, ONTARIO

BY

E.G. THOMPSON, MA Sc. P. ENG.

## SUMMARY

The half lot in Wark Township that has been bought by Goldfields Mining Corporation Limited is located nearby to the recent zinc, copper, silver find of Texas Gulf Sulphur Company.

The property contains an airborne E.M. conductor and is thought to be underlain by rock favourable for mineral deposits.

The first work recommended is a ground E.M. survey to locate the airborne E.M. anomaly. This survey will be followed by gravity profiles and a drill programme if warranted.

## DESCRIPTION OF PROPERTY

One patented half lot, N 1/2 of Lot 12, Conc. IV in Wark Township.

## ACCESSIBILITY

The property is located approximately 12 miles north-northeast of Timmins, Ontario and is approximately 5 miles from the nearest road.

In summer, the only easy access will probably be by helicopter.

## HISTORY

The property was originally a veteran's land grant and was recently acquired following reports of a copper strike nearby.



## GEOLOGY AND GEOPHYSICS

The property is apparently covered with heavy overburden and because of the present snow cover no personal examination has been made. The Ontario Department of Mines Map 2046 shows the nearest outcrops about two miles away as being rhyolitic and andesitic lavas and it is probable that this series of rocks lie under the property as well. A magnetic high as shown on Map 256G of the Department of Mines and Technical Surveys Aeromagnetic Series Map, cuts across the south part of the property and may be caused by underlying basic intrusives.

An electromagnetic anomaly picked up on a recent airborne survey for the Company occurs on the north part of the property and has an apparent strike of N20°E. The significance of the anomaly has not been determined as yet although such anomalies are of definite importance when considering base metal exploration.

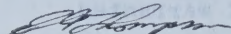
## CONCLUSIONS AND RECOMMENDATIONS

Although the area is one of heavy overburden it is quite possible that it is underlain by a favourable rhyolite-andesite series of lavas.

The electromagnetic conductor is of definite importance and should be the first area to test in the follow-up work.

A ground electromagnetic survey is recommended along N70°E lines at 400 foot spacings to locate the E.M. anomaly picked up in the airborne survey. Conductors located with the ground electromagnetic survey should probably be tested first by gravity profiles before a drilling programme is started.

Respectfully submitted,

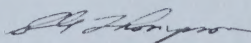


E.G. Thompson, P. Eng.

## CERTIFICATE

I, Edward G. Thompson, of the City of Toronto state:

1. That I am a geologist and reside at 111 Moore Avenue, Toronto, Ontario.
2. That I am a registered professional engineer in the Province of Ontario.
3. That I graduated from the University of Toronto in 1959 with the degree of Bachelor of Applied Science and in 1960 with the degree of Master of Applied Science.
4. That I have been engaged in geological work continuously for four years.
5. That I have no interest, direct or indirect, in the mining claims described in this report, or in the shares of Goldfields Mining Corporation Limited except 2,000 shares, nor do I expect to receive any interest.
6. That the foregoing report is based on a study of reports and records as filed with the Ontario Department of Mines, on an airborne E.M. survey conducted by Canadian Aero Mineral Surveys Limited, on my knowledge of the property as stated in the report and on general knowledge of the area.



E.G. Thompson, P. Eng.

Dated at Toronto  
this 30th day of April, 1964